

Andrew I. Silfen  
Robert M. Hirsh  
Leah M. Eisenberg  
Jordana L. Renert  
Beth Brownstein  
Arent Fox LLP  
1675 Broadway  
New York, New York 10019  
(212) 484-3900

*Proposed Counsel to the  
Official Committee of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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In re

Cengage Learning, Inc., *et al.* Chapter 11

Debtors.	Case No. 13-44106 (ESS)
	Case No. 13-44105 (ESS)
	Case No. 13-44107 (ESS)
	Case No. 13-44108 (ESS)

Jointly Administered

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**NOTICE OF APPEARANCE AND DEMAND FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) of Cengage Learning, Inc., *et al.* (the “Debtors”), by and through its proposed counsel, Arent Fox LLP, hereby appears in the above-captioned case pursuant to Section 1109(b) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 3017, 9007, and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and hereby requests that copies of all notices and pleadings given or filed in the above-captioned cases be given and served upon the persons listed below at the following address, telephone and facsimile numbers, and e-mail addresses:

Andrew I. Silfen  
Robert M. Hirsh  
Leah M. Eisenberg  
Jordana L. Renert  
Beth Brownstein  
AREN'T FOX LLP  
1675 Broadway  
New York, NY 10019  
Telephone: (212) 484-3900  
Facsimile: (212) 484-3990  
Andrew.Silfen@arentfox.com  
Robert.Hirsh@arentfox.com  
Leah.Eisenberg@arentfox.com  
Jordana.Renert@arentfox.com  
Beth.Brownstein@arentfox.com

PLEASE TAKE FURTHER NOTICE that pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any orders, notice, application, complaint, demand, motion, petition, pleading, or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, e-mail, facsimile, telephone, telegraph, telex, hand delivery, overnight carrier, or otherwise filed or made with regard to the above-captioned cases and proceedings therein.

PLEASE TAKE FURTHER NOTICE that the undersigned intends that neither this Notice of Appearance and Demand for Service of Papers nor any later appearance, pleadings, claim or suit shall be deemed or construed to be a waiver of the rights of the Committee: (1) to have final orders in non-core matters entered only after *de novo* review by a District Judge; (2) to trial by jury in any proceeding so triable in these cases or any case, controversy, or proceeding related to these cases; (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; or (4) any other rights, claims, actions, setoffs, or

recoupments to which the Committee is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments the Committee expressly reserves.

Dated: New York, New York  
July 10, 2013

AREN'T FOX LLP

*Proposed Counsel to the  
Official Committee of Unsecured Creditors*

By: /s/ Andrew I. Silfen  
Andrew I. Silfen  
Robert M. Hirsh  
Leah M. Eisenberg  
Jordana L. Renert  
Beth Brownstein  
AREN'T FOX LLP  
1675 Broadway  
New York, NY 10019  
(212) 484-3900 (Tel.)  
(212) 484-3990 (Fax)